



Edmonton Youth Basketball Association

By-Laws

Updated: April 24th, 2016

TABLE OF CONTENTS

SECTION ONE – DEFINITIONS

- Article 1.1 - Definitions:**
- Article 1.2 - Interpretation of the By-Laws**
- Article 1.3 - Zone Boundaries within the City of Edmonton**
- Article 1.4 - Zone Boundaries outside the City of Edmonton**
- Article 1.5 - Zone Directors**

SECTION TWO – MEMBERS

- Article 2.1 - Eligibility and Procedure**
- Article 2.2 - Membership Fees, Dues and Levies**
- Article 2.3 - Withdrawal and Loss of Membership**
- Article 2.4 - Membership Rights and General Obligations**

SECTION THREE – MEETINGS

- Article 3.1 - Annual General Meetings**
- Article 3.2 - Semi-Annual General Meetings**
- Article 3.3 - Special Meetings**
- Article 3.4 - Zone Meetings**
- Article 3.5 - Executive Committee Meetings**
- Article 3.6 - Board Meetings**
- Article 3.7 - Regular Meetings of the Association**
- Article 3.8 – Notification**
- Article 3.9 – Reserved for future use**
- Article 3.10 – Voting**
- Article 3.11 - Election of Officers and Nominating Committee**
- Article 3.12 - Special Guests**
- Article 3.13 - Parliamentary Procedure**

SECTION FOUR – GOVERNMENT

- Article 4.1 - The Board of Directors and Officers**
- Article 4.2 - Board Meetings**
- Article 4.3 - Duties of the Board**
- Article 4.4 - Board Committees**
- Article 4.5 - The Officers and their Duties**
- Article 4.6 – The Executive Director**
- Article 4.7 – Remuneration - Directors**
- Article 4.8 – Remuneration - Members**

SECTION FIVE - BORROWING POWERS

SECTION SIX - FINANCIAL EXAMINATION

SECTION SEVEN - EXECUTION OF DOCUMENTS

SECTION EIGHT - CORPORATE SEAL

SECTION NINE - ACTIVITIES AND REVENUES

SECTION TEN - FISCAL YEAR

SECTION ELEVEN – AUDIT

SECTION TWELVE – INSPECTION OF RECORDS BY MEMBERS

SECTION THIRTEEN - INDEMNITY

**SECTION FOURTEEN - SPECIAL RULES & PROCEDURES ETC.
SECTION FIFTEEN - AMENDMENT OF BY-LAWS**

**BY-LAWS OF THE
EDMONTON YOUTH BASKETBALL ASSOCIATION
(EYBA)**

April 26, 2016

SECTION ONE - DEFINITIONS

Article 1.1 - Definitions:

1.1.1 The name of this Association shall be the **Edmonton Youth Basketball Association**, hereinafter referred to as EYBA.

1.1.2 "Officer" means a person who has been elected or appointed to hold one of the Executive offices of EYBA;

1.1.3 "Executive" means the Officers of the Association;

1.1.4 "Director" means a person who has been elected or appointed by their Zone, or appointed by the Executive, to sit on the Board of EYBA;

1.1.5 "Board" means the Board of EYBA, which is composed of the Officers, the Directors and the Executive Director, who is a non-voting member;

1.1.6 "Member" means a community youth basketball program, or other youth basketball program or team admitted to the general membership of EYBA, and is in good standing. The term "Member" may also be used to informally refer to the Representative of a Member group;

1.1.7 "Special Resolution" means a resolution passed by a majority of not less than seventy-five percent (75%) of the Members present in person at a meeting of EYBA at which a quorum of fifty percent (50%) plus one of the membership is present. Notice specifying the intention to propose the resolution as a "Special Resolution" must have been provided to every Member at least twenty-one (21) days before that meeting.

1.1.8 “Notification” means informing Members of the Executive Committee, the Board of Directors and the general Membership of activities and meetings of EYBA. In all cases in these By-Laws where notification is required, electronic notification shall be the accepted method.

1.1.8 (a) It is the responsibility of the Membership to ensure the EYBA Secretary has their current electronic address.

Article 1.2 - Interpretation of the By-Laws

1.2.1 Words indicating the singular number include the plural and vice versa.

1.2.2 Words indicating gender include masculine, feminine and neuter.

1.2.3 Any derivation of any word, term or expression shall have a meaning corresponding to the defined word, term or expression.

1.2.4 If there is a question about the interpretation of the By-Laws the matter shall be decided by the President, or a person designated by the President.

1.2.5 A Member may appeal a ruling by the President regarding bylaw 1.2.4. To appeal, the Member must submit a notice of appeal to the Secretary within seven (7) days of the decision of the President. The Board shall then decide the issue. The Member may make a presentation to the Board when the appeal is being considered. The ruling of the Board on the appeal shall be final and binding.

Article 1.3 - Zone Boundaries - City of Edmonton

1.3.1 The boundaries of the Northeast Zone are North of the North Saskatchewan River and East of 97 Street to the City Limits

1.3.2 The boundaries of the Northwest Zone are North of the North Saskatchewan River and west of 97 Street to the City Limits

1.3.3 The boundaries of the Southeast Zone are South of the North Saskatchewan River and East of Calgary Trail South to the City Limits

1.3.4 The boundaries of the Southwest Zone are South of the North Saskatchewan River and west of Calgary Trail South to the City Limits.

Article 1.4 - Zone Boundaries outside the City of Edmonton

1.4.1 Outside of the City of Edmonton there shall be two (2) zones.

1.4.2 The West Zone (1) will be West of Highway 28 (north of Edmonton) and West of Highway 2 (south of Edmonton) that will also consist of the City of St. Albert, the Town of Morinville, the Town of Devon, and Parkland (Spruce Grove/Stony Plain) and the surrounding areas.

1.4.3 The East Zone (2) will be East of Highway 28 (north of Edmonton) and East of Highway 2 (south of Edmonton) that will also consist of the Strathcona County, (Sherwood Park/ Fort Saskatchewan) , the whole City of Leduc, the Town of Beaumont and the City of Wetaskiwin and the surrounding areas.

Article 1.5 - Zone Directors

1.5.1 Each Zone shall elect or appoint one Zone Director who shall oversee operations within their Zone.

1.5.2 That person shall also sit on the EYBA Board of Directors.

SECTION TWO - MEMBERS

Article 2.1 - Eligibility and Procedure

2.1.1 Any bona fide community youth basketball program, or other youth basketball program or team may become a Member upon majority approval by the Board. The bona fide nature of an applicant shall solely be decided by the Board.

2.1.2 A Membership application, in acceptable form, must be submitted to the Board for their decision.

2.1.3 All Membership applications must be accompanied by a non-refundable application fee of \$100.00 (One Hundred Dollars).

2.1.4 Membership fees and dues (if any) must be paid prior to Membership becoming effective.

Article 2.2 - Membership Fees, Dues and Levies

2.2.1 The Board may recommend annual and other non-refundable fees, dues or levies (if any) payable by the Members, to be ratified by the Membership at an Annual General Meeting or a Semi-Annual General Meeting.

2.2.2 The Members shall fix the due date for payment of fees, dues and levies, (if any).

Article 2.3 - Withdrawal and Loss of Membership

2.3.1 A Member may withdraw from Membership in EYBA by a notice of resignation submitted to the President or Secretary. Such withdrawal shall take effect immediately.

2.3.2 A Member shall cease to be a Member of EYBA if the Member:

(a) fails to pay Annual or other non-refundable fees or levies within six (6) months of the date such fees and levies were due;

(b) fails to participate actively in the work and activities of EYBA;

(c) fails to comply with the By-Laws or the rules and regulations approved by the Members, including their Fair Play obligations;

(d) is in default in the observance or performance of any agreement with EYBA.

(e) is expelled by a vote of half of the Membership plus one, such a motion requiring at least 21 days notice.

(f) Fails to field any teams in three (3) consecutive years.

(g) the Member ceases to exist as a community league, group of community leagues, team or other youth basketball program.

Article - 2.4 Membership Rights and General Obligations

2.4.1 A Member shall be considered to be in Good Standing so long as they are not in default in the payment fees or levies (if any), and are in compliance with the By-Laws, and are in compliance with the rules and regulations approved by the Members. Members in Good Standing may:

- (a) Vote at all meetings of EYBA;
- (b) participate in the activities of EYBA; and
- (c) attend all general meetings of EYBA.

2.4.2 Members shall reasonably endeavor to attend meetings of EYBA and fully participate in the activities of EYBA so as to further its aims and objectives.

2.4.3 Each Member shall:

- (a) pay promptly the Membership and other fees and levies of EYBA that may be assessed;
- (b) provide individuals to fulfill the volunteer requirements of EYBA;
- (c) abide by all bylaws, rules, regulations and resolutions of EYBA

SECTION THREE - MEETINGS

Article 3.1 - Annual General Meetings

3.1.1 The Association shall hold an Annual General Meeting on or before May 31st in each year.

3.1.2 Notice of the date and place of the Annual General Meeting shall be given by the Secretary to the Members at least twenty-one (21) days in advance of the meeting.

3.1.3 The order of business at the Annual General Meeting shall be:

- (a) approval of the minutes of the previous Semi-Annual General Meeting and any intervening Semi-Annual or Special Meeting;
- (b) outstanding business;
- (c) approval or tabling of reports;
- (d) the election of Officers;

(e) the election of Directors;

(f) approval of budget and approval of all EYBA fees, dues and levies for the next season;

(g) new business.

3.1.4 A quorum shall be 33 1/3% of the members in good standing.

Article 3.2 - Semi-Annual General Meetings

3.2.1 The Association shall hold a Semi-Annual General Meeting on or before December 20th in each year.

3.2.2 Notice of the date and place of the Semi-Annual General Meeting shall be given by the Secretary to the Members at least twenty-one (21) days in advance of the meeting.

3.2.3 The order of business at the Semi-Annual General Meeting shall be as follows:

(a) approval of the minutes of the previous Annual General Meeting and any intervening Special Meeting;

(b) outstanding business;

(c) approval or tabling of reports;

(d) presentation and acceptance of financial statements for the accounting year ending July 31 of that year and report of the audit committee.

(e) new business.

3.2.4 A quorum shall be 33 1/3% of the members in good standing.

Article 3.3 - Special Meetings

3.3.1 Special Meetings of EYBA shall be called by the President, or upon a resolution by the Board or upon the request of at least one-third of the Members; such request to be submitted to the Secretary of the Association.

3.3.2 The notice of the meeting must state the text or general intent, of any proposed Special Resolution to be discussed at the Special Meeting.

3.3.3 Notice of the time date and place of any Special Meeting shall be given by the Secretary to the Members at least twenty-one (21) days before the meeting.

3.3.4 A quorum shall be 50% of the members in good standing, plus one.

3.3.5 Changes to the By-Laws of the Association may only be made at a Special Meeting (*See Section Thirteen - Amendment of Bylaws*).

Article 3.4 - Zone Meetings

3.4.1 Zone meetings shall be held at the call of the Zone Directors, who are nominated and elected or appointed at the zone level.

Article 3.5 - Executive Committee Meetings

3.5.1 Executive Committee meetings shall be called by the President as required.

3.5.2 A quorum shall be three (3) of the Officers.

Article 3.6 - Board Meetings

3.6.1 Board meetings shall be held at least three times (3) per year, at intervals of approximately four (4) months, or at the call of the President, or when requested by three (3) members of the Board.

3.6.2 A quorum shall be fifty percent (50%) of the Board members.

Article 3.7 - Regular Meetings of the Association

3.7.1 The Board and the Members shall meet at Regular meetings.

3.7.2 Dates times and places of Regular meetings shall be fixed at the Semi-Annual or Annual General Meeting, and no further notice of the meetings shall be given unless a change in date, time or place is required, in which case notice may be made by phone call to all Members, or by electronic notification, either being acceptable.

3.7.3 Regular meetings of the Membership shall be held no less than three (3) times per year, including the Annual and Semi-Annual General meetings.

3.7.4 A quorum shall be 33 1/3% of the members in good standing.

3.7.5 If required, additional and unplanned Regular meetings may be called by the President to deal with emerging issues. Such meetings require seven (7) days notification.

Article 3.8 - Notification

3.8.1 For the purpose of sending any notice, the electronic address of any Board Member or Member shall be the address as last recorded in the books or records of EYBA for that Board Member or Member.

3.8.1 (a) It is the responsibility of the Member to ensure the Secretary has their current electronic address.

3.8.2 No error or omission regarding notice shall invalidate that meeting or make void any proceedings.

3.8.3 Every Board Member or Member may at any time waive notice of any meeting and may approve such proceedings.

3.8.4 Where it is proposed that a Special Resolution shall be made at a Special Meeting of EYBA, notice of that meeting shall be given to every Board Member and Member at least twenty-one (21) days before that meeting.

3.8.5 Where a Special Resolution shall be proposed, the text or general intent of the proposed Special Resolution shall be included in the notice.

Article 3.9 - Reserved for future use.

Article 3.10 - Voting

3.10.1 All Members in good standing and Members of the Executive and Board shall be entitled to vote at Special, Annual and Semi-Annual or Regular meetings of EYBA.

3.10.2 Unless a ballot vote is requested, all voting at any meeting of EYBA shall be done by a show of hands.

3.10.3 The chair shall not normally vote, unless there is a tie in voting; in which case the chair may cast a deciding vote. If the chair chooses to abstain, the motion is defeated as a tie vote.

3.10.4 At all meetings votes may only be cast in person. Proxy votes are prohibited.

3.10.5 While a person is under a contract with or employed by EYBA, that individual may not be the representative of a Member, and may not vote. This bylaw does not, however, apply to an individual who receives a nominal honorarium from the Association for performing a particular duty.

3.10.6 In the interest of appropriate behaviour, the President or the chair of any EYBA meeting may require a Member to replace its representative if that representative is considered by the President or the chair, in their sole judgment, to have acted or be acting in a manner detrimental to EYBA or the conduct of the meeting.

3.10.6(a) If the Member does not then replace its representative by a person suitable to the President or the chair, the representative may be expelled from any meeting of EYBA. The body associated with the expelled representative shall have no vote in any EYBA business until a new representative is provided.

3.10.7 Regardless of the different and various positions that an individual may have at a meeting or within the Association, each individual is entitled to only one (1) vote.

Article 3.11 - Election of Officers and Nominating Committee

3.11.1 A nominating committee normally chaired by the Past-President shall be appointed by the President prior to each Annual General Meeting and shall be instructed by the President to present a slate of nominees (*as specified in Section 4 unless other circumstances warrant*) and to present their report at the next Annual General Meeting.

3.11.2 The report of the nominating committee shall include individuals who have been selected by the nominating committee and who have agreed to stand for election to the Executive.

3.11.3 Additional nominations, properly made and seconded, may be made from the floor. In the case of nominations from the floor, the person being nominated from the floor must be present and must be willing to accept the nomination.

3.11.4 Except where the chair or the Members direct otherwise, voting for all Officers shall be done on a single ballot form.

3.11.5 Where there are no additions to the slate presented in the report of the nominating committee, the Secretary shall be directed by the President to cast one (1) ballot on behalf of all the Members.

3.11.6 All voting at elections when a position or office is contested, shall be by secret ballot. If no candidate receives a majority of the votes cast on the first ballot, the person receiving the least number of votes shall be dropped from the ballot, and a further vote shall be taken. This process shall be repeated until one (1) candidate receives a majority.

3.11.7. Whenever a vote is conducted by secret ballot, two (2) members shall be appointed by the chairman, with the approval of the members present, to scrutinize the counting of the ballots.

3.11.8 Once the result of the election has been determined, the chairman shall direct the scrutineers to destroy the ballots.

Article 3.12 - Special Guests

3.12.1 Only designated EYBA Directors, Officers, Representatives of the Members or other Association Officials may attend regular meetings of EYBA. Guests may attend at the invitation of the chair.

Article 3.13 - Parliamentary Procedure

3.13.1 Meetings shall be conducted using generally accepted parliamentary protocol. Rigid adherence to strict parliamentary procedure (e.g. *Robert's Rules of Order*) is not normally required.

3.13.2 If the Members feel a more structured meeting is necessary they may chose, by majority vote, to use “*Robert’s Rules of Order.*”

SECTION FOUR - GOVERNMENT

Article 4.1 - The Board of Directors and Officers

4.1.1 The Board shall consist of the Officers and the Zone Directors.

4.1.2 At the Annual General Meeting of EYBA the Members shall elect:

(a) the President; and

(b) the Secretary;

each of whom shall hold office for two (2) years, until the Annual General Meeting of EYBA in two (2) years time.

4.1.3 At the following Annual General Meeting of EYBA the Members shall elect:

(a) the Vice-President; and

(b) the Treasurer;

each of whom shall hold office for two (2) years, until the Annual General Meeting of EYBA in two (2) years time.

4.1.4 These terms may be varied if required.

4.1.5 An Officer whose term has ended may be re-elected, or elected to another Executive position.

4.1.6 A Board Member may resign from the Board by a notice of resignation delivered to the Secretary.

4.1.7 The Board may appoint a Member, or other person, to fill a vacancy on the Board or a vacancy on the Executive created by a death, resignation, disqualification or removal.

4.1.8 An individual appointed by the Board to fill a vacancy holds office only until the next Annual General Meeting of EYBA at which time an election shall be held to fill the vacancy. The individual elected shall hold office for the balance of the term of that office.

4.1.9 Any Director, Officer or Board Member may be removed from office by a majority vote of the Board.

4.1.10 In addition to the elected Directors, the Executive may, from time to time, appoint additional non-elected members to the Board. These Board members shall have a vote.

Article 4.2 - Board Meetings

4.2.1 Board meetings shall be held at least three (3) times per year, at intervals of approximately four (4) months; or at the call of the President; or when requested by three (3) members of the Board.

4.2.2 A Board meeting may be held without notice if an emergency or special situation emerges and immediate Board action is required. All business conducted at these meeting shall be valid.

4.2.3 A Director or Officer may participate in a meeting of the Board or of a committee of the Board by means of telephone or other communication method that permits the person participating in the meeting to hear discussion. A Director or Officer participating in a meeting by those means is deemed to be present at that meeting, and may vote.

4.2.4 At every meeting of the Board, each Director and Officer, except the chair, shall have one (1) vote. The chair shall not normally vote, unless there is a tie in voting, in which case the chair may cast a deciding vote. If the chair chooses to abstain the motion is defeated as a tie vote.

4.2.5 When required, Executive Committee and Board meetings may be held by telephone or other electronic communication. A resolution or resolutions may be passed by the Directors or Officers at such meetings. These resolutions shall be considered valid, and shall have the same effect as if the meeting had been held in a conventional manner. In such a case, the vote of a Director or Officer may be provided by telephone or electronic communication. Such resolutions shall be

entered into the minute book by the Secretary and shall have the same effect as any other resolution.

Article 4.3 - Duties of the Board

4.3.1 Except as provided in the *Societies Act (Alberta)* or as otherwise specified in these By-Laws, the Board shall:

- (a) put in place an organizational structure to facilitate and promote the objects of EYBA and exercise all powers of EYBA as they consider necessary;
- (b) to protect the assets and property of EYBA as well as the assets and property of the Members, which may have been entrusted to EYBA;
- (c) prior to each Annual and Semi-Annual General Meeting of EYBA, prepare a report covering all the activities of EYBA since the last general meeting of EYBA and report to the Members at the Annual or Semi-Annual General Meeting;
- (d) employ and determine the remuneration of any employees;
- (f) maintain all accounting and financial records of EYBA;
- (g) engage the services of professionals, as needed;
- (h) implement the resolutions of the Members; and
- (i) perform such other duties as may be assigned to them by the President or as outlined in any valid resolution of the Members.

4.3.2 Without in any way limiting the general responsibilities of the Board, the Board may delegate its powers and duties to any Director or Officer or Member or committee of Directors or Officers or other EYBA Official.

Article 4.4 - Board Committees

4.4.1 The President may create one or more committees to advise the Board in respect of the various duties of the Board.

4.4.2 In addition to any committees created by the President there shall be an Executive Committee consisting of the Officers.

4.4.3 The Executive Committee may act on behalf of and in the name of the Board in all matters.

4.4.4 The President shall be the chair of the Executive Committee.

4.4.5 Each committee shall meet at the call of its Chair, record and distribute minutes to the Members of the committee and provide reports at the request of the President.

4.4.6 One third (33 1/3%) of the members of any committee shall constitute a quorum for the meeting of that committee, except the Executive Committee, where a quorum is three voting members.

4.4.7 Each Member of a committee, excluding the chair, shall have one (1) vote at meetings of the committee. The chair shall not normally vote, unless there is a tie in voting; in which case the chair may cast a deciding vote. If the chair chooses to abstain the motion is defeated as a tie vote.

Article 4.5 - The Officers and their Duties

4.5.1 The Association shall have the following Officers, namely:

(a) Past President;

(b) President;

(c) Vice-President;

(d) Secretary;

(e) Treasurer.

4.5.2 Other than the Past President, the Officers shall each be elected by the Members pursuant to the By-Laws.

4.5.3 The Officers shall perform the duties of their offices and such other duties as set out in the By-Laws or as directed by the Members, the Board or the Executive Committee.

The Past President

4.5.4 The Past President shall act as a resource for the current President and offer insight and direction to the President and the Board, on all matters.

4.5.4 (a) The Past President shall chair the Nominating Committee.

The President

4.5.5 In addition to the duties of the President mentioned elsewhere, the President shall:

- (a) supervise the management and affairs of EYBA;
- (b) call and preside as chair at all regular meetings of EYBA and at meetings of the Board of Directors and the Executive Committee;
- (c) act as an ex officio Member of all committees appointed;
- (d) with the Treasurer, arrange for the annual examination of the financial records of EYBA.
- (e) together with the Secretary, sign, seal and deliver all contracts or agreements regarding the assets of, or held by, EYBA;
- (f) act as the official spokesperson of EYBA, or direct another Member to act in that role.

The Vice-President

4.5.6 In addition to the duties of the Vice-President mentioned elsewhere, the Vice-President shall:

- (a) act in the place of the President whenever the President is unable to perform any of the duties of the President;
- (b) perform the duties designated for the Vice-President by the President or the Executive Committee;

(c) assist the President in performing the duties of the President;

(d) be responsible for discipline in the Association, put in place a disciplinary structure, and chair the discipline committee.

4.5.7 In the absence of the Vice-President, the Board may temporarily designate one or more of the Directors, Officers or Members to discharge some or all of the duties of the Vice-President.

4.5.7(a) Should the President and the Vice-President both be absent from a meeting a chairperson may be elected to preside.

The Secretary

4.5.8 In addition to the duties of the Secretary mentioned elsewhere, the Secretary shall attend regular meetings of EYBA, the Board and the Executive Committee, keep and distribute the minutes, deal with correspondence, maintain all documents, keep records of the Members, and notify Members of meetings.

The Treasurer

4.5.9 In addition to the duties of the Treasurer mentioned elsewhere, the Treasurer shall be responsible for all financial business of the EYBA and the record-keeper of all financial transactions, audits, statements and similar. The Treasurer shall keep the Executive Committee, Board and Members informed of the financial position of EYBA.

Article 4.6 - The Executive Director

4.6.1 The Executive Director is a paid position which is responsible for the day-to-day activities of EYBA including, but not limited to, maintaining the office, communications, scheduling, registration, assisting the Board with their portfolios and other responsibilities as determined by the Association. This position shall report directly to the Executive Committee, and shall be a non-voting member of the Board of Directors.

4.6.2 The Executive Director may be either a full or part-time position.

4.6.3 The Executive Director is the senior operating officer of EYBA.

4.6.4 The Executive Director shall have no vote.

Article 4.7 – Remuneration - Directors

4.7.1 Each member of the Executive, Director or Board Member shall serve EYBA without salary or remuneration.

4.7.1 (a) Notwithstanding (4.7.1) members of the Executive, Directors or Board Members may be reimbursed for reasonable out-of-pocket expenditures provided such expenses are incurred while on Association business.

Article 4.8 – Remuneration - Members

4.8.1 Members of the EYBA may be reimbursed for reasonable out-of-pocket expenditures provided such expenses are incurred while on Association business.

4.8.2 A member may receive a nominal honorarium from the Association for performing a particular duty.

4.8.3 Board Members may continue to serve on the Board as volunteers while receiving an honorarium for another specified duty.

4.8.4 If an honorarium is paid it must be for a specific function that is generally considered onerous and outside of what could reasonably be expected of a volunteer.

4.8.5 Honoraria should be nominal and used infrequently. Such honoraria must be approved by the Board in all cases, and such approval must be renewed annually.

SECTION FIVE - BORROWING POWERS

5.1.1 For the purpose of carrying out its objectives, EYBA may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures. However this power shall be exercised only under the authority of the Membership and in no case shall debentures be issued without a Special Resolution of the EYBA.

SECTION SIX - FINANCIAL EXAMINATION

6.1.1 The financial records shall be examined annually by a duly qualified individual who is not a member of EYBA, or by two impartial Members of EYBA elected for that purpose at the Annual Meeting. Copies of the examination shall be provided to the Members.

SECTION SEVEN - EXECUTION OF DOCUMENTS

7.1.1 All documents must be executed by two (2) of the Officers, unless specified by the Members.

7.1.2 Cheques and other negotiable instruments shall be signed by the Treasurer and either the President or Vice-President; two signatures being necessary at all times.

7.1.3 Those with signing authority shall not have a family, common law or business relationship with each other

7.1.3 (a) Should such a relationship exist, the Membership shall appoint an alternate individual with signing authority.

SECTION EIGHT - CORPORATE SEAL

8.1.1 The seal shall remain at the official offices of the EYBA

8.1.2 The President, Secretary or Treasurer have the authority to use the seal.

SECTION NINE - ACTIVITIES AND REVENUES

9.1.1 Unless otherwise specified, the assets and property of EYBA shall belong to EYBA and not to any Member.

9.1.2 No person shall have any claim upon EYBA assets or property by reason of being a Member or a representative of a Member.

9.1.3 All EYBA funds shall be used solely to promote the objectives of the EYBA.

9.1.4 Upon dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses that are properly incurred in the winding-up shall be distributed to a registered charity or registered charities in Alberta, as defined in the *Income Tax Act (Canada)*, as may be determined by the Executive of the Society at the time of dissolution. This provision shall be unalterable.

SECTION TEN - FISCAL YEAR

10.1 The fiscal year of EYBA shall be from August 1st in any year until July 31st of the following year.

SECTION ELEVEN – AUDIT

11.1 The books and accounts of the Association shall be audited annually by a qualified accountant, or two qualified individuals, or other competent person(s) as determined by the membership. Notwithstanding the term “audit” the financial statements prepared by the examiner may be a “Notice to Reader” or a “Review Engagement” or a full and proper “Audit”, as a resolution passed by the members or by the board may direct.

11.2 The audit will be completed in time for a full, complete and proper statement of the books and accounts of the Association to be presented at the Semi-Annual General Meeting.

SECTION TWELVE - INSPECTION OF RECORDS BY MEMBERS

11.1.1 The books and records of EYBA may be inspected by the Members by appointment, and with reasonable notice, such inspection to take place at the EYBA offices.

SECTION THIRTEEN - INDEMNITY

12.1.1 Except where a Director, Officer or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to EYBA, EYBA shall indemnify each Director, Officer and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim, action suit or proceeding in which the Director, Officer or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of EYBA.

SECTION FOURTEEN - SPECIAL RULES, STANDING RULES, SPECIAL PROCEDURES AND OPERATING PROCEDURES

13.1.1 The Board or Members may establish special rules, standing rules and special procedures governing and detailing EYBA procedures, provided these procedures are not inconsistent with the By-Laws.

SECTION FIFTEEN - AMENDMENT OF BY-LAWS

14.1.1 In accordance with the *Societies Act of Alberta*, the By-Laws:

- (a) may not be altered, rescinded or added to except by Special Resolution;
- (b) Special Resolutions concerning a change to the By-Laws may only be dealt with at a Special Meeting;
- (c) Notice of the time, date and place of the Special Meeting must be given to every Board Member and Member at least 21 days before the meeting.
- (d) The notice of the meeting must state the text, or general intent, of the proposed Special Resolution concerning a change in By-Laws.
- (e) At a Special Meeting where a Special Resolution concerning a change in the By-Laws is to be voted on, a quorum shall be fifty percent (50%) of the members in good standing.
- (f) The Special Resolution must be passed by a majority of not less than three-quarters (75%) of such members entitled to vote, and who are present in person.
- (g) Proxy voting is prohibited.

14.1.2 Special Meetings to vote on a Special Resolution concerning the By-Laws may be called:

- (a) by the President;
- (b) upon a resolution by the Board;
- (c) upon the request of at least one-third (33 1/3%) of the Members, such request to be submitted to the Association Secretary.